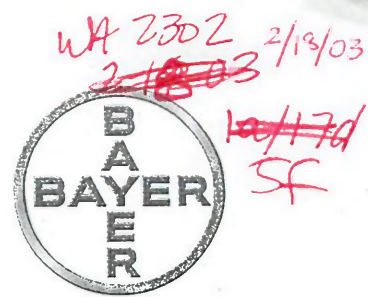


Bayer CropScience



Via Federal Express

Ms. Jennifer G. MacDonald
Assistant Regional Counsel
U.S. E.P.A., Region 10
1200 Sixth Avenue
Seattle, WA 98101

RECEIVED

FEB 19 2004

OFFICE OF REGIONAL COUNSEL
EPA - REGION X

FILE COPY

Re: Second Amendment To Consent Order Between RPI and U.S. E.P.A.

Dear Ms. MacDonald:

February 18, 2003

I have been asked by Rhodia Inc. to provide an explanation of the various corporate and business transactions that have occurred since Rhône-Poulenc Inc. executed the Consent Agreement with the U.S. E.P.A. in 1994. As you may know, the chemical industry has gone through significant consolidation and changes since the date of the Consent Order, and Rhône-Poulenc was no exception.

Bayer CropScience
2 T.W. Alexander Drive
Research Triangle Park, NC 27709
Phone: 919 549-2000

Rhône-Poulenc Inc. in the United States was always controlled by its parent, Rhône-Poulenc S.A., a French corporation, with its headquarters in Paris and its agricultural products subsidiary headquarters in Lyon, France. In the United States, Rhône-Poulenc Inc. consisted of several divisions in the 1994 – 1998 timeframe. These divisions included Agricultural Products, Specialty Chemicals and Film businesses and a Basic Chemicals business.

In 1998, the Specialty Chemicals and Film businesses and the Basic Chemicals business were transferred to a new and independent corporation known as Rhodia Inc. As part of this transaction, Rhodia Inc. assumed responsibility for the Consent Order. Rhodia Inc. is a publicly traded corporation and is independent of Aventis and Bayer entities.

The remaining business division of Rhône-Poulenc, the Agricultural Product division continued in operation with a name change to reflect its primary business. Rhône-Poulenc Inc.'s name was changed to Rhône-Poulenc Ag Company Inc. on July 27, 1998. The attached Secretary's Certificate also gives the formal sequence of additional name changes from Rhône-Poulenc to Bayer CropScience Inc.

Rhône-Poulenc Ag Company Inc. was a subsidiary of Rhône-Poulenc S.A. until the worldwide merger between Rhône-Poulenc S.A. and Hoechst AG, a German chemical company. This merger occurred in January, 2000 and resulted in the formation of a new company in Europe known as Aventis S.A. Aventis S.A. has thus never been the successor or assign of Rhône-Poulenc Ag Company.

As a result of this worldwide merger, name changes took place, including the change of name of Rhône-Poulenc Ag Company to Aventis CropScience USA Inc. on January 5,

Ms. Jennifer G. MacDonald
February 18, 2003
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2000. During the same year, a new organization was formed known as Aventis CropScience USA LP which combined the agricultural products business of Hoechst and Rhône-Poulenc in the United States. Aventis CropScience USA Inc. was a limited partner of this LP.

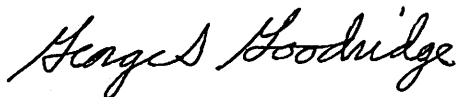
In 2002, the Aventis organization sold its worldwide agricultural products business to another company, Bayer AG, a German company. This sale took place in France and Germany with an effective date of June 4, 2002. Thereafter, Aventis CropScience USA Inc. changed its name to Bayer CropScience Inc.

The existing Bayer organization in the United States is known as Bayer Corporation and is not a successor or assign to any of the Rhône-Poulenc agricultural products businesses, and in fact, Bayer Corporation has transferred its agricultural products business to the Bayer CropScience organization. Aventis S.A. continues as a pharmaceutical company, but there is no direct ownership or management connection between Aventis, or its business in the United States, and the Bayer CropScience business. Rhodia Inc. continues as an independent corporation, and there is no management or ownership connection between Rhodia and the Bayer CropScience business.

Consequently, as Rhône-Poulenc Inc., Rhône-Poulenc Ag Company Inc. and Aventis CropScience USA Inc. no longer exist, the only successor to the Rhône-Poulenc Ag business is now Bayer CropScience Inc., a New York corporation.

Please contact Charles Blumenfeld, attorney for Rhodia Inc., if you have any questions regarding this matter.

Very truly yours,



George S. Goodridge
Chief Environmental & Site Counsel

gsg/03-14/mc

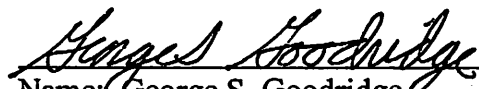
cc: Paul Linskey – Rhodia Inc.
Traci Hughes – Bayer CropScience
Charles Blumenfeld – Perkins Coie LLP

CERTIFICATE

The undersigned, George S. Goodridge, Assistant Secretary of Bayer CropScience Inc., a New York corporation (the "Company"), hereby certifies as follows:


1. Rhone-Poulenc Inc., a New York corporation, changed its name to Rhone-Poulenc Ag Company Inc. on July 27, 1998.
2. Rhone-Poulenc Ag Company Inc. changed its name to Aventis CropScience USA Inc. on January 5, 2000.
3. Aventis CropScience USA Inc. changed its name to Bayer CropScience Inc. on September 20, 2002.
4. The Company is validly existing and in good standing under the laws of the State of New York as of the date of this certificate.

Dated: February 11, 2003


Name: George S. Goodridge
Title: Assistant Secretary

I hereby certify as to the office and signature of George S. Goodridge, Assistant Secretary of the Company.

Dated: February 11, 2003


Name: Bruce A. Mackintosh
Title: Secretary